UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	Х	
In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	-
	:	Case No. 18-23538 (RDD)
	:	,
Debtors. ¹	:	(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Joudeleen C. Frans, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On December 31, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via Email on the Master Email Service List attached hereto as **Exhibit A**:

- Notice of Presentment of Stipulation and Agreed Order By and Among The Village of Hoffman Estates, Sears Holdings Corporation and Community Unit School District 300 Concerning Funds Held Pursuant to The Economic Development Area and Tax Increment Allocation Act [Docket No. 1453]
- Notice of Agenda of Matters Scheduled for Hearing on January 2, 2019 at 10:00 a.m.
 (ET) [Docket No. 1458]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On December 31, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on the Master Service List attached hereto as **Exhibit B**:

 Notice of Presentment of Stipulation and Agreed Order By and Among The Village of Hoffman Estates, Sears Holdings Corporation and Community Unit School District 300 Concerning Funds Held Pursuant to The Economic Development Area and Tax Increment Allocation Act [Docket No. 1453]

Dated: January 4, 2019

Joudeleen C. Frans

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on January 4, 2019, by Joudeleen C. Frans, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

Oleg Bitman

Notary Public, State of New York No. 01BI6339574

Qualified in Queens County
Commission Expires: April 04, 202

Exhibit A

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Master Email Service List Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara	idizengoff@akingump.com
		L. Brauner	pdublin@akingump.com
Proposed Counsel to Official Committee of Unsecured Creditors		One Bryant Park	aqureshi@akingump.com
of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	New York NY 10036	sbrauner@akingump.com
		Attn: Pamela H. Walters, Johnetta Lang	
		2520 W.W. Thorne Drive	
Attorneys for Aldine Independent School District	Aldine Independent School District	Houston TX 77073	bnkatty@aldineisd.org
		Attn: Jenelle C. Arnold	
		4375 Jutland Drive, Suite 200	
As Agent Bayview Loan Servicing, LLC, the Bank of New York		P.O. Box 17933	
Mellon FKA the Bank of New York	Aldridge Pite, LLP	San Diego CA 92177-0933	jarnold@aldridgepite.com
		Attn: James J. Vincequerra	
		90 Park Avenue	
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	New York NY 10016-1387	James.Vincequerra@alston.com
		Attn: Leib M. Lerner	
		333 South Hope Street	
		16th Floor	
Counsel to Twentieth Century Fox Home Entertainment LLC	Alston & Bird LLP	Los Angeles CA 90071	leib.lerner@alston.com
		Attn: Anthony J. D'Artiglio, Esq.	
		365 Rifle Camp Road	
Counsel to Sayville Menlo, LLC	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com
		Attn: Anthony J. D'Artiglio, Joshua S. Bauchner	
		365 Rifle Camp Road	
Counsel to the Local Texas Tax Authorities	Ansell Grimm & Aaron, P.C.	Woodland Park NJ 07424	ajd@ansellgrimm.com
		Attn: Allen G. Kadish, Lance A. Schildkraut	
		630 Third Avenue	akadish@archerlaw.com
Counsel to Community Unit School District 300	Archer & Greiner, P.C.	New York NY 10017	lschildkraut@archerlaw.com
		Attn: Andrew I. Silfen, Beth Brownstein	
Counsel to Rare Hospitality Management, LLC, Rare Hospitality		1301 Avenue of the Americas	
International, Inc., Cheddars Casual Café, Inc., and Darden		Floor 42	andrew.silfen@arentfox.com
Restaurants, Inc.	Arent Fox LLP	New York NY 10019	beth.brownstein@arentfox.com
		Attn: Brian J. Lohan, Esq., Ginger Clements, Esq.	
		70 West Madison Street	
0 16 4707 17 0 1 1 1		Suite 4200	brian.lohan@arnoldporter.com
Counsel for AT&T and Turner Broadcasting Sales, Inc.	Arnold & Porter Kaye Scholer LLP	Chicago IL 60602	ginger.clements@arnoldporter.com
		Attn: Courtney A. Schael, Esq.	
		100 Quimby Street Suite 1	
Councel to Shinn Fu Company of America Inc	Achford School II C		CSchool@AchfordNIII au com
Counsel to Shinn Fu Company of America, Inc.	Ashford – Schael LLC	Westfield NJ 07090 Attn: Edward E. Neiger, Jennifer A. Christian	CSchael@AshfordNJLaw.com
		151 West 46th Street	
		4th Floor	anaigar@asklin.com
Councel to City Chaica Limited	ASKIID		eneiger@askllp.com
Counsel to City Choice Limited	ASK LLP	New York NY 10036	jchristian@askllp.com

In re: Sears Holdings Corporation, et al.

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DESCRIPTION	NAME	ADDRESS	EMAIL
DESCRIPTION	NAME	Attn: James W. Grudus, Esq.	ENTAL
		One AT&T Way	
		Room 3A115	
Counsel for AT&T and Turner Broadcasting Sales, Inc.	AT&T Services Legal Department	Bedminster NJ 07921	Jg5786@att.com
g caree, mar		Attn: Magdalena Cuellar	-80.000 0000000
		5108 E. Clinton Way	
		Ste. 109	
Interested Party	Austin Enterprises, LP.	Fresno CA 93727	mcuellar45@austinenterpriseslp.com
,		Attn: Eric R. Goodman	
		Key Tower	
		127 Public Square, Suite 2000	
Counsel to American Greetings Corporation	Baker & Hostetler LLP	Cleveland OH 44114	egoodman@bakerlaw.com
		Attn: Ferve Khan	
		45 Rockefeller Plaza	
Counsel to American Greetings Corporation	Baker & Hostetler LLP	New York NY 10111	fkhan@bakerlaw.com
Counsel to The Macerich Company, Starwood Retail Partners, LLC,			
Acadia Realty Limited Partnership, C.E. John Company, Inc.,			
Centennial Real Estate Co., CenterCal Properties, LLC, GS Pacific		Attn: Dustin P. Branch	
ER, LLC, PGIM Real Estate, Vintage Real Estate, LLC, WBCMT 2007-		2029 Century Park East	
C33 Independence Center, LLC, and White Plains Galleria Limited		Suite 800	
Partnership	Ballard Spahr LLP	Los Angeles CA 90067-2909	branchd@ballardspahr.com
		Attn: Paul E. Harner, Alyssa E. Kutner	
		1675 Broadway	
Counsel to C.J. Segerstrom & Sons, S-Tract LLC and FBA Holdings,		19th Floor	harnerp@ballardspahr.com
Inc.	Ballard Spahr LLP	New York NY 10019-5820	kutnera@ballardspahr.com
Counsel to Federal Realty Investment Trust, Acadia Realty Limited			
Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-			
C33 Independence Center LLC, Starwood Retail Partners LLC,			
Kravco Company, Brixmor Property Group, Inc., Centennial Real			
Estate Co., CenterCal Properties, LLC, C. E. Johns Company, Inc.,		Attn: Leslie C. Heilman, Matthew G. Summers	
GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich		919 N. Market Street	
Company, Vintage Real Estate, LLC, and White Plains Galleria		11th Floor	heilmanl@ballardspahr.com
Limited Partnership	Ballard Spahr LLP	Wilmington DE 19801	summersm@ballardspahr.com
		Attn: David L. Pollack	
		52nd Floor - Mellon Bank Center	
Counsel to Brixmor Property Group, Inc. and Federal Realty		1735 Market Street	
Investment Trust	Ballard Spahr LLP	Philadelphia PA 19103	pollack@ballardspahr.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
DESCRIPTION	IVAIVIL	ADDRESS	LIVIAIL
Counsel to Aviation Mall NewCo, LLC, Holyoke Mall Company,			
L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC,		Attn: Kevin M. Newman	
Salmon Run Shopping Center, L.L.C., S&R Company of West		Barclay Damon Tower	
Seneca NewCo, LLC, Washington Commons NewCo LLC, and DGI		125 East Jefferson Street	
LS, LLC, Light 125 James West LLC, Shilington Plaza LLC	Barclay Damon LLP	Syracuse NY 13202	knewman@barclaydamon.com
	Daronay Damien LL	Attn: Evan T. Miller	and the same and t
		600 N. King Street	
		Suite 400	
Counsel to Retail Opportunity Investments Corp.	Bayard, P.A.	Wilmington DE 19801	emiller@bayardlaw.com
, , , , , , , , , , , , , , , , , , , ,		Attn: Russell W. Savory	
		119 South Main Street	
		Suite 500	
Counsel to BICO Associates GP	Beard & Savory, PLLC	Memphis TN 38103	russ@bsavory.com
		Attn: Russell W. Mills, R. Kent Love	The second secon
		2323 Ross Avenue	
		Suite 1900	rmills@bellnunnally.com
Counsel to M&G Jewelers, Inc.	Bell Nunnally & Martin LLP	Dallas TX 75201	klove@bellnunnally.com
		Attn: Michael J. Barrie, Kevin M. Capuzzi	
		222 Delaware Avenue	
		Suite 801	mbarrie@beneschlaw.com
Counsel to PREP Hanover Real Estate LLC	Benesch, Friedlander, Coplan & Aronoff LLP	Wilmington DE 19801	kcapuzzi@beneschlaw.com
		Attn: William E. Schonberg, Esq.	
		200 Public Square	
		Suite 2300	
Counsel to MIDAMCO, an Ohio Limited Partnership	Benesch, Friedlander, Coplan & Aronoff LLP	Cleveland OH 44114	wschonberg@beneschlaw.com
·		Attn: Lawrence M. Schwab, Thomas M. Gaa	
		633 Menlo Ave.	
		Suite 100	
Counsel to salesforce.com, Inc., Oath (Americas) Inc.	Bialson, Bergen & Schwab	Menlo Park CA 94025	Tgaa@bbslaw.com
, , , ,		Attn: Michael W. Malter, Julie H. Rome-Banks	
Counsel to Wilshire Investments, LLC (formerly known as Wilshire		2775 Park Avenue	michael@bindermalter.com
Business Center, a California General Partnership)	Binder & Malter LLP	Santa Clara CA 95050	julie@bindermalter.com
Counsel to Kin Properties, Inc.; Aleff LLC; Arcolo Limited			
Partnership; Cansan Company, LLC; Fairsan Company LLC; Floreff			
LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC;			
Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and			
Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin		Attn: Jeffrey Rhodes	
LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran		1825 Eye Street NW	
LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	Washington DC 20006	JRhodes@BlankRome.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to Hansae Co. Ltd., Kin Properties, Inc.; Aleff LLC; Arcolo			
Limited Partnership; Cansan Company, LLC; Fairsan Company LLC;			
Floreff LLC; Fundamentals Co LLC; Greenmich LLC; Hareff LLC;			
Hillsborough Associates; Jeffrey Sandelman, Alison Schreier and		Attn: Stanley B. Tarr, Evan J. Zucker	
Tracey Brewer, Successor Co-Trustees of the Pasan Trust; Mantkin		The Chrysler Building	
LLC; Musue LLC; Nathan Alison LLC; Sugencole LLC; Sugengran		405 Lexington Avenue	Tarr@BlankRome.com
LLC; Sugengran LLC; and Sugensteve LLC	Blank Rome LLP	New York NY 10174	EZucker@BlankRome.com
		Attn: Wanda Borges, Esq., Sue L. Chin, Esq.	
Counsel to Sub-Zero Group, Inc., Sub-Zero Group West Inc., Sub-		575 Underhill Blvd.	bankruptcy@borgeslawllc.com
Zero Group Southwest LLC, Sub-Zero Group Southeast, Inc.,		Suite 118	wborges@borgeslawllc.com
Kenney Manfacturing Company	Borges & Associates, LLC	Syosset NY 11791	schin@borgeslawllc.com
		Attn: Anthony M. Rainone	
		101 Eisenhower Parkway	
Counsel to iStar Jewelry LLC	Brach Eichler LLC	Roseland NJ 07068-1067	arainone@bracheichler.com
		Attn: Julie F. Montgomery, Esq.	
		6 North Broad Street	
Counsel to SAP Industries, Inc., SAP America, Inc., Sybase, Inc.,		Suite 100	
Ariba, Inc., and Concur Technologies, Inc.	Brown & Connery, LLP	Woodbury NJ 08096	jmontgomery@brownconnery.com
		Attn: Paul M. Weister	
		16435 North Scottsdale Road	
		Suite 440	
Counsel to The Realty Associates Fund X, L.P.	Buchalter, A Professional Corporation	Scottsdale AZ 85254-1754	pweiser@buchalter.com
		Attn: Shawn M. Christianson	
		55 Second Street	
		17th Floor	
Counsel to Oracle America, Inc.	Buchalter, A Professional Corporation	San Francisco CA 94105-3493	schristianson@buchalter.com
		Attn: Christopher P. Schueller	
		640 5th Avenue	
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical,		9th Floor	
Inc.	Buchanan Ingersoll & Rooney PC	New York NY 10019	christopher.schueller@bipc.com
		Attn: Christopher P. Schueller, Terry A. Shulsky, Tyler S.	
		Dischinger	
		One Oxford Centre	
Counsel to FedEx Supply Chain, Inc. and FedEx Custom Critical,		301 Grant Street, 20th Floor	terry.shulsky@bipc.com
Inc.	Buchanan Ingersoll & Rooney PC	Pittsburgh PA 15219-1410	tyler.dischinger@bipc.com
		Attn: Eric G. Waxman III, Anthony De Leo	
		200 Liberty St.	Eric.Waxman@cwt.com
Counsel to Argonaut Insurance Company	Cadwalader, Wickersham & Taft LLP	New York NY 10281	Anthony.Deleo@cwt.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's			
Square Company dba Governor's Square Mall, Huntington Mall			
Company dba Huntington Mall, Meadowbrook Mall Company dba			
Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley			
Mall, the Cafaro Northwest Partnership dba South Hill Mall,		Attn: Richard T. Davis	
Spotsylvania Mall Company dba Spotsylvania Towne Centre and		5577 Youngstown-Warren Rd.	
Howland Commons, LLC dba Howland Commons	Cafaro Management Company	Niles OH 44446	rdavis@cafarocompany.com
		Attn: Joel H. Levitin, Richard A. Stieglitz Jr.	
		Eighty Pine Street	jlevitin@cahill.com
Counsel to SHLD Lendco, LLC	Cahill Gordon & Reindel LLP	New York NY 10005	rstieglitz@cahill.com
		Attn: Sarah J. Klebolt, Esq.	
		120 South Central Avenue	
		Ste. 1800	
Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	St. Louis MO 63105	sjk@carmodymacdonald.com
,	,		, ,
		Attn: Michael J. Catalfimo, Esq., John R. Canney, IV, Esq.	
		20 Corporate Woods Blvd.	
	Carter Conboy Case Blackmore Maloney &	Suite 500	
Local Counsel to BH North American Corporation	Laird, P.C.	Albany NY 12211	mcatalfimo@carterconboy.com
Counsel to the Bank of New York Mellon Trust Company and the			
Chase Manhattan Bank, N.A., Successor Trustees for the SRAC			
Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC		Attn: James Gadsden, Esq.	gadsden@clm.com
Unsecured Notes, and the SRAC Medium Term Notes (Top 5		2 Wall Street	bankruptcy@clm.com
Secured Creditor)	Carter Ledyard & Milburn LLP	New York NY 10005	Dennis.roemlein@bnymellon.com
		Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq.	
Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh		90 Merrick Avenue	rmccord@certilmanbalin.com
Fashions and The Libman Company	Certilman Balin Adler & Hyman, LLP	East Meadow NY 11554	rnosek@certilmanbalin.com
		Attn: Laura E. Appleby, Steven Wilamowsky	
		1270 Avenue of the Americas	appleby@chapman.com
Counsel to WSSR, LLC	Chapman and Cutler LLP	New York NY 10020	wilamowsky@chapman.com
Counsel to Cardinal Health 110, LLC, Cardinal Health 112, LLC, and		Attn: Beth J. Rotenberg, Scott A. Zuber	
Cardinal Health PR 120, Inc., subsidiaries and affiliates of Cardinal		One Boland Drive	brotenberg@csglaw.com
Health, Inc., an Ohio Corporation, Top 20 Unsecured Creditor	Chiesa Shahinian & Giantomasi PC	West Orange NJ 07052	szuber@csglaw.com
Transition of the state of the		Attn: Kevin J. Simard, Jonathan D. Marshall	
		Two International Place	ksimard@choate.com
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Boston MA 02110	jmarshall@choate.com
Sounds to Wello Farigo Burny Hutloriai Posociation	S. Catto, Flan & Stewart LL	Attn: Hyun Suk Choi, Chull S. Park	jd.s.iding chodestoom
			hchoi@choiandpark.com
		•	
Counsel to Winjadaewoo Electronics America Inc	Choi & Park II C		
Counsel to Winiadaewoo Electroniccs America, Inc.	Choi & Park, LLC	11 Broadway Suite 615 New York NY 10004	hchoi@choiandpark.com cpark@choiandpark.com lkleist@choiandpark.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Miriam R. Stein	
		30 South Wacker Drive	
		Suite 2600	
Counsel to MJ Holding Company, LLC	Chuhak & Tecson, P.C.	Chicago IL 60606	mstein@chuhak.com
		Attn: Edward L. Schnitzer, Gilbert R. Saydah Jr.	
Counsel to Sakar International Inc., Eastern Prime Textiles		1330 Avenue of the Americas	
Limited, Giza Spinning & Weaving Co., and Bradshaw Westwood		14th Floor	eschnitzer@ckrlaw.com
Trust	CKR Law LLP	New York NY 10019	gsaydah@ckrlaw.com
		Attn: Duane J. Brescia	
		720 Brazos	
Counsel to Epicor Software Corporation f/k/a Activant Solutions,		Suite 700	
Inc.	Clark Hill Strasburger	Austin TX 78701	duane.brescia@clarkhillstrasburger.com
		Attn: David M. Blau	
Counsel to Agree Limited Partnership, Lakewood Shopping		151 S. Old Woodward Ave.	
Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson		Ste. 200	
Crossing SPE	Clark Hill, PLC	Birmingham MI 48009	dblau@clarkhill.com
			soneal@cgsh.com
Counsel to JPP, LLC, as agent under the Second Lien Credit		Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver,	jbromley@cgsh.com
Facility, IP/Ground Lease Term Loan Facility, the Consolidated		Rahul Mukhi, Jennifer Kennedy Park	aweaver@cgsh.com
Secured Loan Facility, and ESL Investments, Inc. and its affiliates		One Liberty Plaza	rmukhi@cgsh.com
(including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	New York NY 10006	jkpark@cgsh.com
		Attn: William E. Kelleher, Jr., Helen Sara Ward	
		625 Liberty Avenue	wkelleher@cohenlaw.com
Counsel to Bonita Casa, LLC	Cohen & Grigsby, P.C.	Pittsburgh PA 15222-3152	hward@cohenlaw.com
		Attn: Richard M. Seltzer, Melissa S. Woods	
		900 Third Avenue	
Counsel to International Union (UAW), United Steelworkers		21st Floor	
(USW), and Workers United (WU)	Cohen, Weiss and Simon LLP	New York NY 10022-4869	rseltzer@cwsny.com
Trustee for the Second Lien PIK Notes, the Holdings Unsecured		Attn: Michael A. Smith, Vice President – Corporate Trust	
Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%),		2950 Express Drive South, Suite 210	
and Top Creditor	Computershare Trust Company, N.A.	Islandia NY 11749	Michael.smith2@computershare.com
		Attn: Karen C. Bifferato, Kelly M. Conlan, N. Christopher	
		Griffiths	
		The Brandywine Building	kbifferato@connollygallagher.com
Counsel to IRC Marketplace at Six Corners, L.L.C. and IRC Park		1000 West Street, Suite 1400	kconlan@connollygallagher.com
Center Plaza, L.L.C.	Connolly Gallagher LLP	Wilmington DE 19801	cgriffiths@connollygallagher.com
		Attn: Seth Van Aalten, Sarah Carnes	
		1114 Avenue of the Americas	svanaalten@cooley.com
Counsel to Washington Prime Group Inc.	Cooley LLP	New York NY 10036	scarnes@cooley.com

In re: Sears Holdings Corporation, et al.

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Dianne Coffino, R. Alexander Clark	
		The New York Times Building	
		620 Eighth Avenue	dcoffino@cov.com
Counsel to Verizon Capital Corp. and NCC Key Company	Covington & Burling LLP	New York NY 10018	aclark@cov.com
	0 0	Attn: Marl E. Felger	
		1201 N. Market Street	
		Suite 1001	
Counsel to National Distribution Centers, LLC	Cozen O'Connor	Wilmington DE 19801	mfelger@cozen.com
,		Attn: Paul H. Zumbro	3 9
		Worldwide Plaza	
		825 Eighth Avenue	
Counsel to Stanley Black & Decker, Inc. and affiliated entities	Cravath, Swaine & Moore LLP	New York NY 10019	pzumbro@cravath.com
	, , , , , , , , , , , , , , , , , , , ,	Attn: David R. Taxin, Esq.	
		123 Main Street	
Counsel to 5525 S. Soto St Associates, 5525 S. Soto Street		9th Floor	
Associates LLC	Dahan & Nowick LLP	White Plains NY 10601	davidtaxin@dahannowick.com
		Attn: David H. Wander, Esq.	
		605 Third Avenue	
Counsel to Electronics for Imaging, Inc.	Davidoff Hutcher & Citron LLP	New York NY 10158	dhw@dhclegal.com
		Attn: Marshall S. Huebner, Esq, Eli J. Vonnegut, Esq.	marshall.huebner@davispolk.com
Counsel to Citibank, N.A., as administrative agent under the Stand	_	450 Lexington Avenue	eli.vonnegut@davispolk.com
Alone L/C Facility	Davis Polk & Wardwell LLP	New York NY 10017	sears.service@davispolk.com
		Attn: Erica S. Weisgerber, My Chi To	
		919 Third Avenue	mcto@debevoise.com
Counsel to Cascade Investment, L.L.C. and SL Agent, LLC	Debevoise & Plimpton LLP	New York NY 10022	eweisgerber@debevoise.com
	, and the second	Attn: Julie Cvek Curley, Esq.	
		One North Lexington Avenue	
	Delbello Donnellan Weingarten Wise &	11th Floor	
Counsel to Namco USA Inc.	Wiederkehr, LLP	White Plains NY 10601	jcurley@ddw-law.com
		Attn: Beth J. Solomon	jesticije sam istraciji.
		2500 Lake Cook Road	
DFS Services, LLC	DFS Services, LLC	Riverwoods IL 60015	bethsolomon@discover.com
•	· ·	Attn: Lawrence J. Kotler, Wendy M. Simkulak	
		1540 Broadway	LJKotler@duanemorris.com
Counsel to Riskonnect, Inc.	Duane Morris LLP	New York NY 10036-4086	WMSimkulak@duanemorris.com
,		Attn: Wendy M. Simkulak, Esquire & Catherine B.	
		Heitzenrater, Esquire	
		30 South 17th Street	WMSimkulak@duanemorris.com
Counsel to the Chubb Companies	Duane Morris LLP	Philadelphia PA 19103	Cheitzenrater@duanemorris.com
•		Attn: Laurence May, Esq.	
		805 Third Avenue	
	Eiseman Levine Lehrhaupt & Kakoyiannis,	10th Floor	
Counsel to Prestige Bay Plaza Development Corp.	P.C.	New York NY 10022	lmay@eisemanlevine.com

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Master Email Service List Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Matthew Leopold, General Counsel	
		Office of General Counsel 2310A	
		1200 Pennsylvania Ave NW, 2310A	
Environmental Protection Agency	Environmental Protection Agency	Washington DC 20460	Leopold.matt@Epa.gov
G,	,	Attn: Larry Bercovich	The state of the s
		Senior Legal Counsel	
Counsel to Epicor Software Corporation f/k/a Activant Solutions,		4120 Dublin Blvd., Suite 300	
Inc.	Epicor Software Corporation	Dublin CA 94568	lbercovich@epicor.com
	The second secon	Attn: Paul J. Pascuzzi	
		400 Capitol Mall	
	Felderstein Fitzgerald Willoughby & Pas	•	
Counsel to the McClatchy Company and its Affiliates	LLP	Sacramento CA 95814	ppascuzzi@ffwplaw.com
р до том		Attn: Gustavo A. Chico-Barris	The second secon
		221 Plaza	
		221 Ponce de Leon Avenue, 5th Floor	
Counsel to Santa Rosa Mall, LLC	Ferraiuoli LLC	San Juan PR 00917	gchico@ferraiuoli.com
		Attn: Mark E. Wilson	6
		203 North LaSalle Street	
		Suite 2100	
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Chicago IL 60601	mark.wilson@fisherbroyles.com
, , , , , , , , , , , , , , , , , , ,		Attn: Patricia B. Fugée	
		27100 Oakmead Drive	
		#306	
Counsel to Clover Technologies Group, LLC	FisherBroyles, LLP	Perrysburg OH 43553	patricia.fugee@fisherbroyles.com
, , , , , , , , , , , , , , , , , , ,		Attn: Derek L. Wright	parameter Control of the Control of
		90 Park Ave.	
Counsel to CenterPoint Properties Trust	Foley & Lardner LLP	New York NY 10016	dlwright@foley.com
		Attn: Michael Small	0 10 11
		321 N. Clark Street	
		Suite 2800	
Counsel to CenterPoint Properties Trust	Foley & Lardner LLP	Chicago IL 60654	msmall@foley.com
		Attn: Allen J. Guon, Esq.	
		321 N. Clark Street	
		Suite 800	
Counsel for Sherthal, LLC	Fox Rothschild LLP	Chicago IL 60654	aguon@foxrothschild.com
		Attn: Paul J. Labov	
		101 Park Avenue	
		Suite 1700	
Counsel to Hanesbrands, Inc. and Sherthal, LLC	Fox Rothschild LLP	New York NY 10017	plabov@foxrothschild.com
		Attn: Thomas M. Horan	
		919 North Market Street	
		Suite 300	
Counsel to Hanesbrands, Inc.	Fox Rothschild LLP	Wilmington DE 19899-2323	thoran@foxrothschild.com
		٠	1

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Mark E. Hall, Michael R. Herz	
		49 Market Street	mhall@foxrothschild.com
Counsel to Capref Burbank, LLC	Fox Rothschild, LLP	Morristown NJ 07960	mherz@foxrothschild.com
		Attn: N. Neville Reid	
		200 West Madison Street	
		Suite 3000	
Counsel to The Chamberlain Group, Inc.	Fox Swibel Levin & Carroll LLP	Chicago IL 60606	nreid@foxswibel.com
		Attn: Joseph D. Frank, Jeremy C. Kleinman	
Counsel to Bottling Group, LLC and its affiliates and subsidiaries,		325 North LaSalle Street	
operating as Pepsi Beverages Company and Frito-Lay North		Suite 625	jfrank@fgllp.com
America, Inc.	FrankGecker LLP	Chicago IL 60654	jkleinman@fgllp.com
		Attn: Devon J. Eggert, Esq.	
		311 South Wacker Drive	
		Suite 3000	
Counsel for True Value Company	Freeborn & Peters LLP	Chicago IL 60606	deggert@freeborn.com
		Attn: Brad Eric Scheler, Scott B. Luftglass, Peter B. Siroka	brad.eric.scheler@friedfrank.com
Counsel to Seritage Growth Properties, Seritage SRC Finance LLC,		One New York Plaza	scott.luftglass@friedfrank.com
and Seritage KMT Finance LLC	Fried, Frank, Harris, Shriver & Jacobson LLP	New York NY 10004	peter.siroka@friedfrank.com
		Attn: Ronald E. Gold & AJ Webb	
		3300 Great American Tower	
		301 East Fourth Street	rgold@fbtlaw.com
Counsel to Washington Prime Group Inc. and The Kroger Co.	Frost Brown Todd LLC	Cincinnati OH 45202	awebb@fbtlaw.com
		Attn: Edward M. King	
		400 W Market St	
		Suite 3200	
Counsel to Sitel Operating Corporation	Frost Brown Todd LLC	Louisville KY 40202	tking@fbtlaw.com
		Attn: Phillip A. Martin, Laura M. Brymer	
		101 South Fifth Street	
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE		27th Floor	pmartin@fmdlegal.com
Appliances	Fultz Maddox Dickens PLC	Louisville KY 40202	lbrymer@fmdlegal.com
		Attn: Gary F. Seitz	
		8 Penn Center	
Counsel to Yang Ming (America) Corp., and Yang Ming Marine		1628 John F. Kennedy Blvd, Suite 1901	
Transport Corp.	Gellert Scali Busenkell & Brown LLC	Philadelphia PA 19103	gseitz@gsbblaw.com
		Attn: Matthew T. Gensburg	
		200 West Adams Street	
		Suite 2425	
Counsel to Community Unit School District 300	Gensburg Calandriello & Kanter, P.C.	Chicago IL 60606	mgensburg@gcklegal.com
		Attn: Brett S. Theisen, Natasha M. Songonuga	
		One Pennsylvania Plaza	
Counsel to Henkel Corporation, American Lebanese Syrian		37th Floor	btheisen@gibbonslaw.com
Associated Charities, Inc.	Gibbons P.C.	New York NY 10119-3701	nsongonuga@gibbonslaw.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Howard A. Cohen	
		300 Delaware Avenue	
		Suite 1015	
Counsel to Henkel Corporation	Gibbons P.C.	Wilmington DE 19801-1671	hcohen@gibbonslaw.com
·		Attn: Donald F. Campbell, Jr.	
		125 Half Mile Road, Suite 300	
Counsel to Interested Party, and Saker ShopRites, Inc.	Giordano, Halleran & Ciesla, P.C.	Red Bank NJ 07701	dcampbell@ghclaw.com
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Attn: Timothy F. Nixon	, , , , , , , , , , , , , , , , , , ,
		One East Main Street	
		Suite 500	
Counsel to A.O. Smith Corporation	Godfrey & Kahn, S.C.	Madison WI 53703	tnixon@gklaw.com
		Attn: Aaron J. Scheinfield	
		4000 Town Center	
		Suite 1200	
Counsel to Alliance Material Handling Corp.	Goldstein Bershad & Fried PC	Southfield MI 48075	aaron@bk-lawyer.net
		Attn: Jonathan L. Flaxer, Esq., Michael S. Weinstein, Esq.	
		711 Third Avenue	jflaxer@golenbock.com
Counsel to AMAV Enterprises Ltd.	Golenbock Eiseman Assor Bell & Peskoe LLP	New York NY 10017	mweinstein@golenbock.com
		Attn: Barry Z. Bazian	C g
		The New York Times Building	
		620 Eighth Avenue	gfox@goodwinlaw.com
Counsel to Waste Management National Services, Inc.	Goodwin Procter LLP	New York NY 10018	bbazian@goodwinlaw.com
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV		Attn: Douglas B. Rosner	
Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC,		400 Atlantic Avenue	
STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	Boston MA 02110-3333	drosner@goulstonstorrs.com
		Attn: Trevor R. Hoffmann	
Counsel to Cape Town Plaza LLC, New Westgate Mall LLC, STAG IV		885 Third Avenue	
Cheektowaga, LLC, Cape Town Plaza LLC, New Westgate Mall LLC,		18th Floor	
STAG IV Cheektowaga, LLC, and OND Property, LLC	Goulston & Storrs PC	New York NY 10022	thoffmann@goulstonstorrs.com
			- C g
		Attn: Frederick Black, Tara B. Annweiler, Marc D. Young	
		One Moody Plaza	
		18th Floor	
Counsel to American National Insurance Company	Greer, Herz & Adams, LLP	Galveston TX 77550	tannweiler@greerherz.com
ourse. to / meridin material modification company	5. 55.7	Attn: Janine M. Figueiredo, Esq.	ta e greenierzieein
		488 Madison Avenue	
		15th Floor	
Counsel to Criteo S.A.	Hahn & Hessen LLP	New York NY 10022	jfigueiredo@hahnhessen.com
Louriser to Crited S.A.	naiiii & nesseii llr	INEM TOLK INT 10022	Juguen euo@nanniessen.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
220		Attn: Alan D. Halperin, Esq., Ligee Gu, Esq.	
		40 Wall Street	
Counsel to Relator Carl Ireland, Administrator the Estate of James		37th Floor	ahalperin@halperinlaw.net
Garbe	Halperin Battaglia Benzija, LLP	New York NY 10005	lgu@halperinlaw.net
		Attn: Donna H. Lieberman, Esq.	<u> </u>
		40 Wall Street	
		37th Floor	
Co-Counsel to Taubman Landlords and NW Properties Landlords	Halperin Battaglia Benzija, LLP	New York NY 10005	dlieberman@halperinlaw.net
·		Attn: Joia Johnson, Chief Administrative Officer and	·
		General Counsel	
		1000 East Hanes Mill Road	joia.johnson@hanes.com
Top 20 Unsecured Creditor	Hanesbrands Inc	Winston Salem NC 27105	howard.upchurch@hanes.com
		Attn: Kevin Tompsett, Esq.	
		99 Garnsey Road	
Counsel to Van Hook Service Co., Inc.	Harris Beach PLLC	Pittsford NY 14534	ktompsett@harrisbeach.com
		Attn: Stephen B. Selbst	
Counsel to RubyRed Garment Manufacturing S.A.E.		2 Park Avenue	
(Jerseywear)/Egypt	Herrick, Feinstein LLP	New York NY 10016	sselbst@herrick.com
		Attn: Martin A. Eliopulos, Esq.	
		401 West A Street	
		Suite 2600	
Counsel to BH North American Corporation	Higgs Fletcher & Mack LLP	San Diego CA 92101	elio@higgslaw.com
		Attn: Attn: Arthur E. Rosenberg, Esq., Marc L.	
		Antonecchia, Esq.	
		31 West 52nd Street	arthur.rosenberg@hklaw.com
Counsel for Cushman & Wakefield Inc.	Holland & Knight LLP	New York NY 10019	Marc.Antonecchia@hklaw.com
		Attn: Barbra R. Parlin	
Counsel to Plaza las Americas, Inc., Plaza del Caribe, S.E., and		31 West 52nd Street	barbra.parlin@hklaw.com
Garda CL Great Lakes, Inc.	Holland & Knight LLP	New York NY 10019	elvin.ramos@hklaw.com
		Attn: Jose A. Casal, Esq., Joaquin J. Alemany, Esq.	
		701 Brickell Avenue	
		Suite 3300	jose.casal@hklaw.com
Counsel to Garda CL Great Lakes, Inc.	Holland & Knight LLP	Miami FL 33131	jjalemany@hklaw.com
		Attn: Lawrence A. Lichtman	
		2290 First National Building	
		660 Woodward Avenue	
Counsel to Midwest Tool, Cutlery Company	Honigman Miller Schwartz and Cohn LLP	Detroit MI 48226	llichtman@honigman.com
		Attn: Brett L. Gross, Michael S. Legge	
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing		200 Park Avenue	bgross@HuntonAK.com
2019, McLane Company, Inc.	Hunton Andrews Kurth LLP	New York NY 10166	mlegge@huntonak.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Gregory G. Hesse	
		1445 Ross Avenue	
		Suite 3700	
Counsel to McLane Company, Inc.	Hunton Andrews Kurth LLP	Dallas TX 75202	ghesse@huntonak.com
		Attn: Caleb T. Holzaepfel	
		736 Georgia Avenue	
		Suite 300	
Counsel to CBL & Associates Management, Inc.	Husch Blackwell LLP	Chattanooga TN 37402	caleb.holzaepfel@huschblackwell.com
		Attn: Lynn H. Butler	·
		111 Congress Avenue	
Counsel to WC Independence Center LLC, WC MRP Belleville		Suite 1400	
Center, LLC	Husch Blackwell LLP	Austin TX 78701	lynn.butler@huschblackwell.com
		Attn: Daniel R. Swetnam	
		250 West Street	
		Suite 700	
Counsel to 5330 Crosswind, LLC	Ice Miller LLP	Columbus OH 43215	Daniel.Swetnam@icemiller.com
		Attn: Karen Vogel, Treasurer-Tax Collector	
		940 West Main Street	
		Suite 106	
County of Imperial, California	Imperial County Treasurer- Tax Collector	El Centro CA 92243	taxcollector@co.imperial.ca.us
		Attn: Alex Macias	
		915 Wilshire Blvd	
		Ste. 800	
Impremedia Operating Company, LLC	Impremedia Operating Company, LLC	Los Angeles CA 90017	alex.macias@impremedia.com
		Attn: Centralized Insolvency Operation	
		2970 Market Street	
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19104-5016	Mimi.M.Wong@irscounsel.treas.gov
		Attn: Centralized Insolvency Operation	
		P.O. Box 7346	
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19101-7346	Mimi.M.Wong@irscounsel.treas.gov
		Attn: Joseph Corrigan	
	Iron Mountain Information Management,	One Federal Street	
Counsel to Iron Mountain Information Management, LLC,	LLC	Boston MA 02110	Bankruptcy2@ironmountain.com
		Attn: Hugh G. Jasne, Esq., Diane L. Klein, Esq.	
		30 Glenn Street	
		Suite 103	hgj@jasneflorio.com
Counsel to Data Print Technologies, Inc.	Jasne & Florio, L.L.P.	White Plains NY 10603	dlk@jasneflorio.com
		Attn: Judith Elkin	
Counsel to Lennox International Inc. and Lennox National Account		23 Malysana Lane	
Services, LLC	Judith Elkin PLLC	New Rochelle NY 10805	elkinj@mac.com

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Master Email Service List Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Andrew P. Tureaud	
		445 Hamilton Avenue	
Counsel to GBR Green Acress Limited Liability Company,		15th Floor	
Greenwich 29 L.P., and 909 Group, L.P.	Keane & Beane, P.C.	White Plains NY 10601	atureaud@kblaw.com
, , , , , , , , , , , , , , , , , , , ,	·	Attn: Eric R. Wilson, Esg., Benjamin D. Feder, Esg.	
Counsel to Computershare Turst Company, N.A., as Indenture		101 Park Avenue	KDWBankruptcyDepartment@KelleyDrye.com
Trustee	Kelley Drye & Warren LLP	New York NY 10178	bfeder@kelleydrye.com
Counsel to Haier U.S. Appliance Solutions, Inc. d/b/a GE	, ,		
Appliances, (i) GLP US Management, LLC, (ii) Icon Owner Pool 4			
Northeast/Midwest, LLC, (iii) Western B Southeast FL, LLC, (iv)			
Icon Owner Pool 1 West/Southwest, LLC, (v) Icon Owner Pool 1 SF		Attn: Sean C. Southard, Lauren C. Kiss	
Non-Business Parks, LLC, (vi) Icon DP MD Owner Pool 2		200 West 41st Street	
West/Northeast/Midwest, LLC, and (vii) Icon Owner Pool 1 SF	Klestadt Winters Jureller Southard &	17th Floor	ssouthard@klestadt.com
Business Parks, LLC	Stevens, LLP	New York NY 10036-7203	lkiss@klestadt.com
		Attn: Jeffrey Kurtzman	
		401 S. 2nd Street	
Counsel to PREIT Services, LLC, BET Investments, and the Robbins		Suite 200	
Companies	Kurtzman Steady, LLC	Philadelphia PA 19147	kurtzman@kurtzmansteady.com
Companies	itarizman Steady, EEC	Attn: David S. Gragg	Rai temang kartemansteday.com
		Trinity Plaza II, Ninth Floor	
Counsel to Alatex, a Joint Venture, Papa Rochester, LP, Walters		745 E. Mulberry, Suite 900	
Investments, LP, Wal-Go Associates LLC	Langley & Banack, Incorporated	San Antonio TX 78212	dgragg@langleybanack.com
investments, Er, vvar de resociates EEC	zarigicy & zariack, meorporated	Attn: John R. Fifarek, Esq.	agragge lange your active m
		120 N. Washington Square	
Counsel for 4th Street South II, LLC, a Michigan Limited Liability		Ste. 625	
Company	Lasky Fifarek, P.C.	Lansing MI 48933	jfifarek@laskyfifarek.com
Company	Lusky Findrek, F.e.	Attn: Richard L. Zucker	Jinarekæraskymarekteom
Counsel to Oster Yorktown Properties, LLC, U.S. Realty 86		75 Eisenhower Parkway	
Associates and Westmount Plaza Associates	Lasser Hochman, L.L.C.	Roseland NJ 07068	rzucker@lasserhochman.com
Associates and Westinount Flaza Associates	Lasser Hochman, E.E.C.	Attn: Marc A. Zelina	12ucker@1asserffoctiman.com
		885 Third Avenue	
Counsel to Simon Property Group	Latham & Watkins LLP	New York NY 10022	marc.zelina@lw.com
Counsel to Simon Property Group	Eachain & Watkins EE	Attn: Peter M. Gilhuly, Ted A. Dillman	marc.zcima@rw.com
		355 South Grand Ave	
		Ste. 100	peter.gilhuly@lw.com
Counsel to Simon Property Group	Latham & Watkins LLP	Los Angeles CA 90071-1560	ted.dillman@lw.com
Counsel to simon Property Group	Edition & Watering Edi	Attn: Gilbert A. Lazarus	consumante i w.com
		92-12 68th Avenue	
Counsel to Vandale Industries, Inc.	Law Office of Gilbert A. Lazarus, PLLC.	Forest Hills NY 11375	gillazarus@gmail.com
Counsel to variable industries, inc.	Law Office of dilbert A. Lazarus, FLLC.	Attn: Kevin S. Neiman	Sind and a See Sindin. Com
		999 18th Street	
		Suite 1230 S	
Counsel to NW Properties Landlords	Law Office of Kevin S. Neiman, PC	Denver CO 80202	kevin@ksnnc.com
Counsel to INVV Properties Landiorus	Law Office of Revill 3. Neillian, PC	Deliver CO 00202	kevin@ksnpc.com

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Master Email Service List Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
DESCRIPTION	NAME	Attn: William P. Fennell	LIVIAIL
		401 West A Street	william.fennell@fennelllaw.com
		Suite 1800	luralene.schultz@fennelllaw.com
Counsel to Dart Warehouse Corporation	Law Office of William P. Fennell, APLC	San Diego CA 92101	office@fennelllaw.com
Course to Built ware rouse corporation	Law Office of William 1.1 chilen, Al Le	381 Broadway	onice@rememaw.com
Counsel for U.S. Bank National Association d/b/a U.S. Bank		Suite 300	
Equipment Finance	Law Offices of Charles A. Gruen	Westwood NJ 07675	cgruen@gruenlaw.com
Equipment i manee	Eaw Offices of Charles A. Gracii	Attn: Douglas T. Tabachnik, Esq.	cgruente gruentaw.com
		63 West Main Street	
		Suite C	
Local Counsel for the Certain Texas Taxing Entities	Law Offices of Douglas T. Tabachnik, P.C.	Freehold NJ 07728	dtabachnik@dttlaw.com
Education for the certain read runing Entitles	Law offices of Boughas 1. Tubuchinik, 1 .c.	Attn: Penny R. Stark	acabaciiiik@ acciaw.com
		9861 Sunrise Lakes Boulevard	
Counsel to Caparra Center Associates, San Patricio Plaza ("SPP")		Suite 308	
Landlord	Law Offices of Penny R. Stark	Fort Lauderdale FL 33322	pstarkesq@gmail.com
2010.010	zaw cinica ci i cini, in cian	Attn: Harlan M. Lazarus	potar neode 8. nameem
		240 Madison Avenue	
Counsel to Cudlie Accessories LLC, Flatbush Center Parking LLC,		8th Floor	hlazarus@lazarusandlazarus.com
Project 28 Clothing LLC, and Ikeddi Imports LLC	Lazarus & Lazarus, P.C.	New York NY 10016	harlan.lazarus@gmail.com
Counsel to Westfield, LLC and its affiliate, Annapolis Mall Owner LLC, Brandon Shopping Center Partners LTD, Broward Mall LLC, Citrus Park Mall Owner LLC, Countryside Mall LLC, Roseville Shoppingtown LLC, Meriden Square Partnership, Montgomery Mall Owner LLC, North County Fair LP and EWH Escondido Associates, L.P., Oakridge Mall LLC, WEA Palm Desert LLC, Sarasota Shoppingtown LLC, WEA Southcenter LLC, Sunrise Mall LLC, UTC Venture LLC, Valencia Town Center Venture, L.P., Wheaton Plaza Regional Shopping Center LLC, Beneson Capital Partners, LLC and its affiliate Brooks Shopping Centers, LLC, Concord Mall LP, and Berkshire Mall LP	LeClairRyan, PLLC	Attn: Ilan Markus and Niclas A. Ferland 545 Long Wharf Drive 9th Floor New Haven CT 06511 Attn: Elizabeth Weller 2777 N. Stemmons Freeway Suite 1000	ilan.markus@leclairryan.com niclas.ferland@leclairryan.com andrew.cole@leclairryan.com
Counsel to Tarrant County and Dallas County	Linebarger Goggan Blair & Sampson, LLP	Dallas TX 75027	dallas.bankruptcy@publicans.com
Counsel to Matagorda County, Angelina County, Cleveland ISD,	0 00 1 1111 111 111		, , , , , , , , , , , , , , , , , , , ,
Galveston County, Orange County, Cypress-Fairbanks ISD, Tyler			
County, Fort Bend County, Wharton Co Jr Coll Dist, Harris County,		Attn: John P. Dillman	
Jasper County, Houston CAD, Montgomery County, and Polk		PO Box 3064	
County	Linebarger Goggan Blair & Sampson, LLP	Houston TX 77253-3064	houston_bankruptcy@publicans.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: David G. Aelvoet	
		711 Navarro Street	
		Ste 300	
Counsel to Bexar County	Linebarger Goggan Blair & Sampson, LLP	San Antonio TX 78205	sanantonio.bankruptcy@publicans.com
		Attn: John T. Farnum, Esq.	
		7200 Wisconsin Avenue	
		Suite 800	
Counsel to LTMAC Properties, LLC	Linowes and Blocher LLP	Bethesda MD 20814	jfarnum@linowes-law.com
		Attn: John A. Mueller	
		50 Fountain Plaza	
		Suite 1700	
Counsel to SUSO 4 Ocean LP and Maynardville Pike LP	Lippes Mathias Wexler Friedman LLP	Buffalo NY 14202-2216	jmueller@lippes.com
		Attn: Brian A. Raynor, Aaron C. Smith, David W. Wirt	braynor@lockelord.com
		111 South Wacker Drive	asmith@lockelord.com
Counsel to Pension Benefit Guaranty Corporation	Locke Lord LLP	Chicago IL 60606	dwirt@lockelord.com
		Attn: Ira S. Green	
		200 Vesey Street	
Counsel to DFS Services, LLC	Locke Lord LLP	New York NY 10281	ira.greene@lockelord.com
		Attn: Joseph N. Froehlich	
		Brookfield Place	
		200 Vesey Street, 20th Floor	
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	New York NY 10281	jfroehlich@lockelord.com
		Attn: W. Steven Bryant	
		600 Congress Avenue	
		Ste. 2200	
Counsel to Cardtronics USA, Inc.	Locke Lord LLP	Austin TX 78701	sbryant@lockelord.com
		Attn: Bruce Buechler	
		One Lowenstein Drive	
Counsel to Active Media Services, Inc., d/b/a Active International	Lowenstein Sandler LLP	Roseland NJ 07068	bbuechler@lowenstein.com
		Attn: Bruce S. Nathan, Esq., Eric S. Chafetz, Esq.	
		1251 Avenue of the Americas	echafetz@lowenstein.com
Counsel to LG Electronics USA, Inc. and Valvoline	Lowenstein Sandler LLP	New York NY 10020	bnathan@lowenstein.com
		Attn: Dennis D. Miller	
		The Transamerica Pyramid	
		600 Montgomery Street, 14th Floor	
Counsel to Trinet Essential Facilities XXVII, Inc.	Lubin Olson & Niewiadomski LLP	San Francisco CA 94111	dmiller@lubinolson.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
Counsel to the County of Anderson, Texas, Bastrop County Water			
Control and Improvement District #2, The County of Bastrop,			
Texas, Tax Appraisal District of Bell County, The County of Bosque,			
Texas, Bowie Central Appraisal District, The County of Brazos,			
Texas, Brown County Appraisal District, Burnet Central Appraisal			
District, Cherokee County Appraisal District, The County of			
Cherokee, Texas, The County of Comal, Texas, The County of			
Coryell, Texas, The County of Denton, Texas, Denton County Road			
Utility District #1, County of Erath, The County of Guadalupe,			
Texas, Harrison Central Appraisal District, The County of Harrison,			
Texas, The County of Hays, Texas, The County of Henderson,			
Texas, The County of Jasper, Texas, Groesbeck Independent			
School District, The City of Groesbeck, Texas, Mexia Independent			
School District, City of Waco and/or Waco Independent School			
District, Midland Central Appraisal District, Central Appraisal			
District of Taylor County, Terry County Appraisal District, The		Attn: Lee Gordon, Tara LeDay	
County of Wharton, Texas and The County of Williamson, Texas,		P. O. Box 1269	
(jointly "The Texas Ad Valorem Taxing Jurisdictions")	McCreary, Veselka, Bragg & Allen, P.C.	Round Rock TX 78680	tleday@mvbalaw.com
		Attn: Brian S. McGrath, Kristen D. Romano	
		112 West 34th Street	
		Suite 1515	bmcgrath@mcglinchey.com
Counsel to Automotive Rentals, Inc., and ARI Fleet LT	McGlinchey Stafford, PLLC	New York NY 10120	kromano@mcglinchey.com
		Attn: Mark J. Chaney, Esq., Richard A. Aguilar, Esq., Rudy	
		J. Cerone, Esq.	
		601 Poydras Street	mchaney@mcglinchey.com
		12th Floor	raguilar@mcglinchey.com
Counsel to Automotive Rentals, Inc. and ARI Fleet LT	McGlinchey Stafford, PLLC	New Orleans LA 70130	rcerone@mcglinchey.com
		Attn: H. Jeffrey Schwartz	
		One Bryant Park	
		47th Floor	
Counsel to Winners Industry Co., Ltd.	McKool Smith, P.C.	New York NY 10036	hjschwartz@mckoolsmith.com
		Attn: David Meegan	
Counsel to Creditors Loki Investments, LLC, Michael Rue, J. Terry		11341 Gold Express Drive	
Eager and Susan B. Eager, as Co-Trustees of the J. Terry Eager		Suite 110	
Family Trust-1995, and CEMR Properties	Meegan, Hanschu & Kassenbrock	Gold River CA 95670	dmeegan@mhksacto.com
		Attn: Christopher J. Major	
		125 Park Avenue	
		7th Floor	
Counsel to Royal Consumer Products, LLC	Meister Seelig & Fein LLP	New York NY 10017	cjm@msf-law.com

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Master Email Service List Served via Email

DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Nicole C. Kenworthy	
		6801 Kenilworth Avenue	
Counsel to Prince George's County, Maryland, Calvert County,		Suite 400	
Maryland and Charles County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Riverdale MD 20737-1385	nkenworthy@mrrlaw.net
		Attn: Andrew M. Leblanc	
		1850 K Street, NW	
		Suite 1100	
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Washington DC 20006	ALeblanc@milbank.com
		Attn: Craig M. Price	
		28 Liberty Street	
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	New York NY 10005-1413	cprice@milbank.com
		Attn: Robert J. Liubicic	
		2029 Century Park East	
		33rd Floor	
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Los Angeles CA 90067	RLiubicic@milbank.com
		Attn: Steven A. Ginther, Special Assistant Attorney	
		General	
		301 W. High Street, Room 670	
	Missouri Department of Revenue,	P.O. Box 475	
Counsel to Missouri Department of Revenue	Bankruptcy Unit	Jefferson City MO 65105-0475	sdnyecf@dor.mo.gov
·		Attn: Stan D. Smith	
		425 West Capitol Avenue	
	Mitchell, Williams, Selig, Gates &	Suite 1800	
Counsel to Acxiom Corporation	Woodyard, P.L.L.C.	Little Rock AR 72201-3525	ssmith@mwlaw.com
		Attn: Laura McCarthy	
		One Federal Street	
		32nd Fl	
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	Boston MA 02110-1726	laura.mccarthy@morganlewis.com
		Attn: Neil E. Herman	
		101 Park Avenue	
Counsel to Kimco Realty Corporation	Morgan, Lewis & Bockius LLP	New York NY 10178-0600	neil.herman@morganlewis.com
		Attn: Stephen M. Miller	
Counsel to Net Lease Management Partners, L.L.C., Greensboro		500 Delaware Avenue, Suite 1500	
Lease Management, L.L.C., and Brighton Lease Management,		P.O. Box 2306	
L.L.C.	Morris James LLP	Wilmington DE 19899-2306	smiller@morrisjames.com
		Attn: Curtis S. Miller, Joseph C. Barsalona II	
		1201 North Market Street	
		P.O. Box 1347	cmiller@mnat.com
Counsel to Lefmark Tamiami, Inc.	Morris, Nichols, Arsht & Tunnell LLP	Wilmington DE 19899	jbarsalona@mnat.com
		Attn: Jennifer L. Marines, Benjamin W. Butterfield	
		250 West 55th Street	jmarines@mofo.com
Counsel to Icon Health & Fitness, Inc.	Morrison & Foerster LLP	New York NY 10019	bbutterfield@mofo.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Joseph T. Moldovan, Robert K. Dakis	
		909 Third Avenue	
Counsel to Allure Gems, LLC	Morrison Cohen LLP	New York NY 10022	bankruptcy@morrisoncohen.com
Counsel to Puerto Rico Supplies Group, Inc. and its subsidiaries			
and/or affiliates, Glamour Corporation, Healthtex Distributors PR,		Attn: Myrna L. Ruiz-Olmo, Esq.	
Inc., PRS Export Group, LLC, PRS On Time Distributors, LLC.		PO Box 367819	
(collectively "PRSG").	MRO Attorneys at Law, LLC	San Juan PR 00936-7819	mro@prbankruptcy.com
		Attn: Deborah M. Perry	
		500 N. Akard Street	
		Suite 3800	
Counsel to International Airport Center, Inc.	Munsch Hardt Kopf & Harr, P.C.	Dallas TX 75201-6659	dperry@munsch.com
		Attn: Karen Cordry	
		1850 M St., NW	
		12th Floor	
National Association of Attorneys General	National Association of Attorneys General	Washington DC 20036	kcordry@naag.org
·		Attn: Jody A. Bedenbaugh	
		1320 Main Street, 17th Floor	
		Post Office Box 11070 (29211)	
Counsel to Michelin North America, Inc.	Nelson Mullins Riley & Scarborough LLP	Columbia SC 29201	jody.bedenbaugh@nelsonmullins.com
		Attn: Shane G. Ramsey	
		280 Park Avenue	
		15th Floor West	
Counsel to Retail Opportunity Investments Corp.	Nelson Mullins Riley & Scarborough LLP	New York NY 10017	shane.ramsey@nelsonmullins.com
		Attn: Enid Nagler Stuart; Assistant Attorney General	
		Special Bankruptcy Counsel, Office of the New York State	
		Attorney General	
	New York State Department of Taxation and	28th Liberty Street, 17th Floor	
New York State Department of Taxation and Finance	Finance	New York NY 10005	enid.stuart@ag.ny.gov
		Attn: Christopher M. Desiderio	
Counsel to U.S. Bank National Association, N.A., as Indenture		55 West 46th Street	
Trustee	Nixon Peabody, LLP	New York NY 10036	cdesiderio@nixonpeabody.com
		Attn: Daniel W. Sklar, Esquire	
Counsel to Coral Reef Asia Pacific a/k/a White Mountain Footwear	•	900 Elm Street	
and 266 Route 125, LLC	Nixon Peabody, LLP	Manchester NH 03101	dsklar@nixonpeabody.com
		Attn: Richard C. Pedone	
Counsel to U.S. Bank National Association, N.A., as Indenture		100 Summer Street	
Trustee	Nixon Peabody, LLP	Boston MA 02110	rpedone@nixonpeabody.com
		Attn: Bob B. Bruner	
		1301 McKinney	
		Suite 5100	
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	Houston TX 77010	bob.bruner@nortonrosefulbright.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: David A. Rosenzweig	
		1301 Avenue of the Americas	
Counsel to Living Spaces Furniture, LLC	Norton Rose Fulbright US LLP	New York NY 10019	david.rosenzweig@nortonrosefulbright.com
		Attn: Howard Seife, Esq., & Christy Rivera, Esq.	
Counsel to World Technologies, Inc. d/b/a Techtronic Industries		1301 Avenue of the Americas	howard.seife@nortonrosefulbright.com
Power Equipment	Norton Rose Fulbright US LLP	New York NY 10019-6022	christy.rivera@nortonrosefulbright.com
Counsel for Cantor Fitzgerald Securities as Administrative Agent		Attn: Stephen Castro, David A. Rosenzweig	
and Collateral Agent under the Superpriority Junior Lien Secured		1301 Avenue of the Americas	stephen.castro@nortonrosefulbright.com
DIP Credit Agreement	Norton Rose Fulbright US LLP	New York NY 10019	david.rosenzweig@nortonrosefulbright.com
		Attn: Carol E. Momjian, Josh Shapiro	
		The Phoenix Building	
Counsel to Commonwealth of Pennsylvania, Department of		1600 Arch Street, Suite 300	
Revenue	Office of Attorney General	Philadelphia PA 19103	cmomjian@attorneygeneral.gov
		Attn: Rachel R. Obaldo, Assistant Attorney General	
		Bankruptcy & Collections Division MC 008	
Counsel to the Comptroller of Public Accounts of the State of		P.O. Box 12548	
Texas	Office of the Texas Attorney General	Austin TX 78711-2548	rachel.obaldo@oag.texas.gov
		Attn: Paul Schwartzberg, Richard Morrissey	
		201 Varick St.	
	Office of The United States Trustee for	Ste. 1006	richard.morrissey@usdoj.gov
United States Trustee Southern District of New York	Region 2	New York NY 10014	paul.schwartzberg@usdoj.gov
		Attn: Albena Petrakov, Esq.	
		10 East 40th Street	
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	New York NY 10016	apetrakov@offitkurman.com
		Attn: Stephen A. Metz, Esq.	
		4800 Montgomery Lane	
		9th Floor	
Counsel to Saul Subsidiary I, LP	Offit Kurman, P.A.	Bethesda MD 20814	smetz@offitkurman.com
		Attn: Sean A. O'Keefe	
		130 Newport Center Drive	
		Suite 140	
Counsel to J.W. Mitchell Company, LLC	OKeefe & Associates Law Corporation, P.C.	Newport Beach CA 92660	sokeefe@okeefelc.com
		Attn: Paul L. Orshan, Esq.	
		701 Brickell Ave.,	
		Suite 2000	
Counsel to Invicta Watch Company of America, Inc.	Orshan, P.A.	Miami FL 33131	paul@orshanpa.com
		Attn: Lily Wang	
		No 9 Yueyang Road, Building B	
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Qingdao Shandong 266000 China	lily@pacogarment.com
		Attn: Kiah T. Ford IV	
		401 South Tryon Street	
		Suite 3000	
Counsel to Hangzhou GreatStar Industrial Co., Ltd	Parker Poe Adams & Bernstein LLP	Charlotte NC 28202	chipford@parkerpoe.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
DESCRIPTION	HAME	Attn: Leslie A. Plaskon, Esq., Andrew V. Tenzer, Esq.,	ENALE
		Shlomo Maza, Esq.	leslieplaskon@paulhastings.com
		200 Park Avenue	andrewtenzer@paulhastings.com
Counsel to GACP II, L.P.	Paul Hastings LLP	New York NY 10166	shlomomaza@paulhastings.com
			pbasta@paulweiss.com
			kcornish@paulweiss.com
		Attn: Paul M. Basta, Kelley A. Cornish, Lewis R. Clayton,	lclayton@paulweiss.com
		Susanna M. Buergel, Robert Britton, Jonathan Hurwitz	sbuergel@paulweiss.com
	Paul, Weiss, Rifkind, Wharton & Garrison	1285 Avenue of the Americas	rbritton@paulweiss.com
Proposed Conflict Counsel for Debtors and Debtors in Possession	LLP	New York NY 10019	jhurwitz@paulweiss.com
-		Attn: Henry Jaffe, Kenneth A. Listwak	,
		Hercules Plaza, Suite 5100	
		1313 N. Market Street	jaffeh@pepperlaw.com
Counsel to Red Bull North America, Inc.	Pepper Hamilton LLP	Wilmington DE 19899-1709	listwakk@pepperlaw.com
·		Attn: Eboney Cobb, Esq.	
		500 East Border Street	
	Perdue Brandon Fielder Collins and Mott,	Suite 640	
Local Counsel for the Certain Texas Taxing Entities	LLP	Arlington TX 76010	ecobb@pbfcm.com
		Attn: Ebony Cobb	·
		500 E. Border Street	
Counsel to Richardson ISD, City of Garland, Garland ISD, Carrolton	Perdue, Brandon, Fielder, Collins & Mott,	Suite 640	
Farmers Branch ISD	L.L.P.	Arlington TX 76010	ecobb@pbfcm.com
		Attn: Laura J. Monroe	
	Perdue, Brandon, Fielder, Collins & Mott,	P.O. Box 817	
Counsel to Lubbock Central Appraisal District	L.L.P.	Lubbock TX 79408	lmbkr@pbfcm.com
		Attn: Owen M. Sonik	
		1235 North Loop West	
	Perdue, Brandon, Fielder, Collins & Mott,	Suite 600	
Counsel to Spring Branch Independent School District, et al	L.L.P.	Houston TX 77008	osonik@pbfcm.com
		Attn: Douglas J. Pick	
		369 Lexington Avenue	
		12th Floor	
Counsel to Norton Mailman Associates	Pick & Zabicki LLP	New York NY 10017	dpick@picklaw.net
Counsel to the Marion Plaza, Inc. dba Eastwood Mall, Governor's			
Square Company dba Governor's Square Mall, Huntington Mall			
Company dba Huntington Mall, Meadowbrook Mall Company dba			
Meadowbrook Mall, Ohio Valley Mall Company dba Ohio Valley		Attn: Jonathan A. Grasso	
Mall, the Cafaro Northwest Partnership dba South Hill Mall,		85 Broad Street	
Spotsylvania Mall Company dba Spotsylvania Towne Centre and		Suite 17-063	
Howland Commons, LLC dba Howland Commons	Pierce McCoy, PLLC	New York NY 10004	jon@piercemccoy.com
		Attn: Rick A. Steinberg	,
Counsel to Tote, Inc.	Price Meese Shulman & D'Arminio, P.C.	50 Tice Boulevard	rsteinberg@pricemeese.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Gerald P. Kennedy	
		525 B Street	
		Suite 2200	
Counsel to MCS Hemet Valley Center LLC	Procopio, Cory, Hargreaves & Savitch LLP	San Diego CA 92101	gerald.kennedy@procopio.com
·		Attn: Robert L. Pryor	
		675 Old Country Road	
Counsel to ABC Supply Co. Inc.	Pryor & Mandelup, L.L.P.	Westbury NY 11590	rlp@pryormandelup.com
		Attn: Susheel Kirpalani, Jonathan E. Pickhardt, Andrew S.	susheelkirpalani@quinnemanuel.com
		Corkhill, Matthew Scheck, Ellison Ward Merkel	jonpickhardt@quinnemanuel.com
		51 Madison Avenue	andrewcorkhill@quinnemanuel.com
		22nd Floor	matthewscheck@quinnemanuel.com
Counsel to Omega Advisors Inc.	Quinn Emanuel Urquhart & Sullivan LLP	New York NY 10010	ellisonmerkel@quinnemanuel.com
		Attn: Charles J. Filardi, Jr.	
		One Financial Plaza	
		21st Floor	
Counsel to Southhaven Associates LLC	Reid and Riege, P.C.	Hartford CT 06103	cfilardi@rrlawpc.com
		Attn: Guy A. Reiss, Erik Tikkanen	
		200 West 41st Street	
		20th Floor	greiss@reisspreuss.com
Counsel to Miele, Inc.	Reiss+Preuss LLP	New York NY 10036	etikkanen@reisspreuss.com
		Attn: Chad P. Pugatch	
		101 Northeast Third Avenue	
	Rice Pugatch Robinson Storfer & Cohen,	Suite 1800	
Counsel to CM Grayson, LLC	PLLC	Fort Lauderdale FL 33301	cpugatch@rprslaw.com
		Attn: Howard P. Magaliff	
		335 Madison Avenue	
		9th Floor	
Counsel to Sante Marcoccia	Rich Michaelson Magaliff, LLP	New York NY 10017	hmagaliff@r3mlaw.com
		Attn: Kenneth M. Florey, M. Neal Smith	
		631 E. Boughton Road	
	Robbins, Schwartz, Nicholas, Lifton & Taylor		kflorey@robbins-schwartz.com
Counsel to Community Unit School District 300	Ltd.	Bolingbrook IL 60440	nsmith@robbins-schwartz.com
		Attn: Robert E. Michael, Aaron Hume	
		5911 Riverdale Avenue	Robert.e.michael.esq@gmail.com
Counsel to Miele, Inc.	Robert E. Michael & Associates PLLC	New York NY 10471	Aron.hume@gmail.com
		Attn: Fred B. Ringel, Esq.	
		875 Third Avenue	
	Robinson Brog Leinwand Greene Genovese	9th Floor	
Counsel to East End Commons Associates LLC	& Gluck P.C.	New York NY 10022	fbr@robinsonbrog.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
2200 11011		Attn: Gregg M. Galardi, Kimberly J. Kodis, Sam N.	
		Ashuraey	gregg.galardi@ropesgray.com
		1211 Avenue of the Americas	kimberly.kodis@ropesgray.com
Counsel to Apex Tool Group, LLC	Ropes & Gray LLP	New York NY 10036-8704	sam.ashuraey@ropesgray.com
, , , , , , , , , , , , , , , , , , , ,		Attn: James M. Wilton, Patricia I. Chen, Stephen Moelle	
		Sally, Joshua Y. Sturm	james.wilton@ropesgray.com
		Prudential Tower	patricia.chen@ropesgray.com
Counsel to Cross Country Home Services, Inc., and Duff & Phelps,		800 Boylston Street	ssally@ropesgray.com
LLC	Ropes & Gray LLP	Boston MA 02199-3600	joshua.sturm@ropesgray.com
	,	Attn: Nicholas M. Berg, Timothy Farrell	, , , ,
		191 North Wacker Drive	
		32nd Floor	nicholas.berg@ropesgray.com
Counsel to Duff & Phelps, LLC	Ropes & Gray LLP	Chicago IL 60606-4302	timothy.farrell@ropesgray.com
·		Attn: Sanford P. Rosen, Esq.	
		747 Third Avenue	
Counsel to Cranston/BVT Associates, LLP	Rosen & Associates, P.C.	New York NY 10017-2803	srosen@rosenpc.com
		Attn: Michael S. Amato, Esq.	
		East Tower, 15th Floor	
Counsel to Colonial Properties LLC, Groveport Lynx LLC, Lawrence		1425 RXR Plaza	
Mart LLC, USP Aerospace Solutions, Inc.	Ruskin Moscou Faltischek, P.C.	Uniondale NY 11556-1425	mamato@rmfpc.com
		Attn: Steven W. Kelly	
		1290 Broadway	
		Suite 1650	
Counsel to HRA Fountains LP	S&D Law	Denver CO 80203	skelly@s-d.com
		Attn: Steven W. Kelly, Esq.	
		1290 Broadway	
		Suite 1650	
Counselt to AmCap Wilson II, LLC and Wilson Norridge, LLC	S&D Law	Denver CO 80203	skelly@s-d.com
		Attn: Robert A. Abiuso, Matthew C. McCann	
		333 Earle Ovington Boulevard	
		Suite 601	mmccann@swc-law.com
Counsel to Ray Padula Holdings, LLC	Sahn Ward Coschignano, PLLC	Uniondale NY 11553	rabiuso@swc-law.com
		Attn: Jay Weinblatt	
		195 Carter Drive	
Counsel to Sakar International Inc.	Sakar	Edison NJ 08817	jweinblatt@sakar.com
		Attn: Christopher R. Belmonte, Abigail Snow, Pamela	
		Bosswick	cbelmonte@ssbb.com
Counsel to International Business Machines Corporation &		230 Park Avenue	asnow@ssbb.com
Advance Magazine Publishers Inc.	Satterlee Stephens LLP	New York NY 10169	pbosswick@ssbb.com
		Attn: Louis T. DeLucia, Esq., Alyson M. Fiedler, Esq.	
		666 Fifth Avenue	
		Suite 1700	Idelucia@schiffhardin.com
Counsel to the Ciuffo Family Trust	Schiff Hardin LLP	New York NY 10103	afiedler@schiffhardin.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Secretary of the Treasury	
		100 F Street, NE	secbankruptcy@sec.gov
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Washington DC 20549	NYROBankruptcy@sec.gov
		Attn: Bankruptcy Department	
		Brookfield Place	
	Securities & Exchange Commission – NY	200 Vesey Street, Suite 400	
Securities and Exchange Commission - Regional Office	Office	New York NY 10281-1022	bankruptcynoticeschr@sec.gov
		Attn: John R. Ashmead, Esq. & Arlene R. Alves, Esq.	
Counsel to Wilmington Savings Fund Society, FSB, as Trustee of		One Battery Park Plaza	ashmead@sewkis.com
the 7.00% 12.00% PIK-Toggle Notes	Seward & Kissel LLP	New York NY 10004	alves@sewkis.com
		Attn: Edward M. Fox	
Counsel to Wilmington Trust, National Association, as indeture		620 8th Avenue	
trustee and collateral agent	Seyfarth Shaw LLP	New York NY 10018	emfox@seyfarth.com
		Attn: Richard P. Hermann, Matthew Kish, Jennifer Shafer	rhermann@sbwh.law
		7777 Glades Road	mkish@sbwh.law
		Suite 400	jshafer@sbwh.law
Counsel to Oracle Elevator Company	Shapiro, Blasi, Wasserman & Hermann, P.A.	Boca Raton FL 33434	floridaservice@sbwh.law
		Attn: Fredric Sosnick, Sara Coelho	
		599 Lexington Avenue	fsosnick@shearman.com
Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	New York NY 10022	sara.coelho@shearman.com
		Attn: Alan M. Feld, Esq., Ted Cohen, Esq.	
		30 Rockerfeller Plaza	afeld@sheppardmullin.com
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	New York NY 10112	tcohen@sheppardmullin.com
		Attn: Ryan C. Reinert, Esq.	
		4301 W. Boy Scout Blvd	
		Suite 300	
Counsel to Manco Florida Associates, LLC	Shutts & Bowen LLP	Tampa FL 33607	rreinert@shutts.com
		Attn: David E. Kronenberg	
		1501 K Street, N.W.	
Counsel to Service.com, Inc.	Sidley Austin LLP	Washington DC 20005	dkronenberg@sidley.com
		Attn: Ronald M. Tucker, Esq.	
		225 West Washington Street	
Counsel to Simon Property Group, L.P.	Simon Property Group, L.P.	Indianapolis IN 46204	rtucker@simon.com
		Attn: Michelle E. Shriro	
		16200 Addison Road	
		Suite 140	
Counsel to Summit Portraits, LLC	Singer & Levick, P.C.	Addison TX 75001	mshriro@singerlevick.com
		Attn: Dana S. Plon, Esquire	
		123 South Broad Street	
Counsel for Pennsee, LLC, Loyal Holdings DE LLC and Westfall		Suite 2100	
Town Center JV	Sirlin Lesser & Benson, P.C.	Philadelphia PA 19109	dplon@sirlinlaw.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R.	
		Howard, Esq.	Paul.Leake@skadden.com
Counsel to Bank of America, N.A., administrative agent under the		4 Times Square	Shana.Elberg@skadden.com
First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	New York NY 10036	George.Howard@skadden.com
		Attn: Doug Skierski, Kristin H. Jain	
		400 N. St. Paul	
		Suite 510	
Counsel to Quest Resource Management Group, LLC	Skierski Jain PLLC	Dallas TX 75201	enotices@skijain.com
		Attn: Lei Lei Wang Ekvall, Philip E. Strok	
		3200 Park Center Drive	
		Suite 250	
Counsel to Paco (China) Garment Ltd.	Smiley Wang-Ekvall, LLP	Costa Mesa CA 92626	pstrok@swelawfirm.com
	, , ,	Attn: Robert R. Kinas	
		3883 Howard Hughes Parkway	
		#1100	
Counsel to Red Bull North America, Inc.	Snell & Wilmer L.L.P.	Las Vegas NV 89169-5958	rkinas@swlaw.com
,		Attn: James E. Sorenson	
		PO Box 3637	
Counsel to Florida Self-Insurers Guaranty Association, Inc.	Sorenson Van Leuven, PLLC	Tallahassee FL 32315-3637	bk@svllaw.com
, , , , , , , , , , , , , , , , , , , ,	,	Attn: David A. Rolf & Patrick M. Ryan	<u> </u>
		1 N. Old State Capitol, Suite 200	
Counsel to Charles Pugh, Nicole Pugh, Jack Pugh, Sam Pugh, and		P.O. Box 5131	darolf@sorlinglaw.com
Charles F. Pugh	Sorling Northrup	Springfield IL 62705-5131	pmryan@sorlinglaw.com
	3 1	Attn: Thomas S. Onder, Joseph H. Lemkin	, , ,
Counsel to Levin Management Corporation, Phillips Edison &		P.O. Box 5315	tonder@stark-stark.com
Company, Conopco Inc. dba Unilever	Stark & Stark, P.C.	Princeton NJ 08543	jlemkin@stark-stark.com
	,	Attn: Constantine D. Pourakis	,
		485 Madison Avenue	
		20th Floor	
Counsel to East Penn Manufacturing Co.	Stevens & Lee, P.C.	New York NY 10022	cp@stevenslee.com
5	,	Attn: Thomas J. Salerno	1 9
		1850 N. Central Avenue	
		Suite 2100	
Counsel for Telesoft Corp.	Stinson Leonard Street LLP	Phoenix AZ 85004-4584	thomas.salerno@stinson.com
'		Attn: Sabrina L. Streusand	
		1801 S. Mopac Expressway	
		Suite 320	
Counsel to Dell Financial Services L.L.C	Streusand, Landon, Ozburn & Lemon, LLP	Austin TX 78746	streusand@slollp.com
	, ,	Attn: Kristopher M. Hansen, Jonathan D. Canfield, Sayan	. C p
		Bhattacharyya	khansen@stroock.com
		180 Maiden Lane	jcanfield@stroock.com
Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	New York NY 10038	sbhattacharyya@stroock.com

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Master Email Service List

Served via Email

DESCRIPTION Counser to Fairmointe Capital Management, EEC, and the	NAME	ADDRESS	EMAIL Tuletueriena@suncrom.com
Fairholme Funds, Inc.	Sullivan & Cromwell LLP	R. Zylberberg	zylberbergd@sullcrom.com
		Attn: David S. Kupetz & Claire K. Wu	-7
Counsel for Izek Shomof and Alene Shomof Irrevocable Children's		333 South Grand Avenue	
Trust Dated February 11, 1999, Vegas Group, LLC, and East River		Suite 3400	dkupetz@sulmeyerlaw.com
Group, LLC	SulmeyerKupetz, A Professional Corporation	Los Angeles CA 90071	ckwu@sulmeyerlaw.com
	, , , ,	Attn: Vivek Suri, Esq.	
		20 Vesey Street	
		Suite 300	
Counsel to KG Denim Limited	Suri Law Office	New York NY 10007	lawyer@surilawoffice.com
		Attn: Michael J. Riela	, -
		900 Third Avenue	
	Tannenbaum Helpern Syracuse & Hirschtritt	13th Floor	
Counsel to Vertical Industrial Park Associates	LLP	New York NY 10022	Riela@thsh.com
		Attn: Andrew S. Conway	
		200 East Long Lake Road	
		Suite 300	
Counsel to the Taubman Landlords	Taubman Landlords	Bloomfield Hills MI 48304	aconway@taubman.com
		Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr.,	
		& Adi Berger, Director	
		Office of the General Counsel	Starr.Judith@pbgc.gov
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation	The Pension Benefit Guaranty Corporation	1200 K Street, N.W.	mccarron.william@pbgc.gov
("PBGC")	(PBGC)	Washington DC 20005-4026	efile@pbgc.gov
<u>, </u>		Attn: Joseph E. Sarachek	3 6 7 7 8 7 0 7
		101 Park Avenue	
		27th Floor	
Counsel to Mien Co., Ltd., Helen Andrews Inc	The Sarachek Law Firm	New York NY 10178	joe@saracheklawfirm.com
		Attn: Curtis L. Tuggle	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
		3900 Key Center	
		127 Public Square	
Counsel to Virginia Surety Company, Inc.	Thompson Hine LLP	Cleveland OH 44114-1291	Curtis.Tuggle@ThompsonHine.com
	·	Attn: Power Wang	55 - 1
		No. 2 Jianshe Road Baodi District	
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Tianjin Tianjin 301200 China	powerwangtxks@vip.126.com
•	5 5	, ,	
		Attn: Herbert H. Slatery III, Marvin E. Clements, Jr.	
		c/o TN Attorney General's Office, Bankruptcy Division	
		PO Box 20207	
Counsel to the Tennessee Department of Revenue	TN Dept of Revenue	Nashville TN 37202-0207	AGBankNewYork@ag.tn.gov
·		Attn: David Escamilla, Kay D. Brock	- 5
		P.O. Box 1748	
Counsel to Travis County	Travis County Attorney	Austin TX 78767	kay.brock@traviscountytx.gov

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DESCRIPTION	NAME	ADDRESS	EMAIL
2200 110.10		Attn: Jose A Galarza, Vice President, Global Structured	
		Finance	
		190 S. LaSalle Street, 3rd Floor	
		MS: MK-IL-SL7M	
Indenture trustee for the KCD IP Asset Backed Notes	U.S. Bank National Association	Chicago IL 60603	jose.galarza@usbank.com
			David.Jones6@usdoj.gov
			Jeffrey.Oestericher@usdoj.gov
			Joseph.Cordaro@usdoj.gov
		Attn: Bankruptcy Division	Carina.Schoenberger@usdoj.gov
		86 Chambers Street	Lawrence.Fogelman@usdoj.gov
United States Attorney's Office for the Southern District of New	US Attorney for Southern District of New	3rd Floor	Peter.Aronoff@usdoj.gov
York	York	New York NY 10007	Linda.Riffkin@usdoj.gov
		Attn: Joshua A. Dunn, Esq., Michael Schein	
		1633 Broadway	
		31st Floor	
Counsel to Village of Hoffman Estates	Vedder Price P.C.	New York NY 10019	jdunn@vedderprice.com
		Attn: Kevin J. Etzel	
		1633 Broadway	
		31st Floor	
Counsel to Agri-Fab, Inc.	Vedder Price P.C.	New York NY 10019	ketzel@vedderprice.com
		Attn: Michael L. Schein	
		1633 Broadway	
Counsel to NorthStar Group Services, Inc., and Village of Hoffman		31st Floor	
Estates	Vedder Price P.C.	New York NY 10019	mschein@vedderprice.com
		Attn: Marva M. Levine	
		221 East 37th Street	
		7th Floor	
Counsel to Verizon Capital Corp. and NCC Key Company	Verizon Capital Corp.	New York NY 10016	marva.m.levine@verizon.com
		Attn: Thomas W. Waldrep, Jr.	
		101 S. Stratford Road	
		Suite 210	
Counsel to Hanesbrands, Inc.	Waldrep LLP	Winston-Salem NC 27104	notice@waldrepllp.com
		Attn: Stephen V. Falanga, Esq.	
		One Riverfront Plaza	
		1037 Raymond Blvd., Ste. 600	
Counsel to Schindler Elevator Corporation	Walsh Pizzi O'Reilly Falanga LLP	Newark NJ 07012	sfalanga@walsh.law
		Attn: Gordon J. Toering	
		900 Fifth Third Center	
Counsel to Wolverine World Wide, Inc. and its affiliates, Chervon		111 Lyon Street, NW	
(HK), Ltd.	Warner Norcross + Judd LLP	Grand Rapids MI 49503	gtoering@wnj.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Donald W. Clarke	
		110 Allen Rd.	
		Ste. 304	
Counsel to Levcom Wall Plaza Associates and West Orange Plaza	Wasserman, Jurista & Stolz, P.C.	Basking Ridge NJ 07920	Dclarke@wjslaw.com
			ray.schrock@weil.com
			garrett.fail@weil.com
			jacqueline.marcus@weil.com
			sunny.singh@weil.com
		Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Garrett A.	JeriLeigh.Miller@weil.com
		Fail, Sunny SinghJared R. Friedmann, Jessie B. Mishkin,	jessica.liou@weil.com
		Esq.	Paloma.VanGroll@weil.com
		767 Fifth Avenue	Jared.Friedmann@weil.com
Counsel to Debtors	Weil, Gotshal & Manges LLP	New York NY 10153	Jessie.Mishkin@weil.com
		Attn: Michael D. Brofman, Esq.	
		3333 New Hyde Park Road	
	Weiss Zarett Brofman Sonnenklar & Levy,	Suite 211	
Counsel to Lake Success Shopping Center LLC	P.C.	New Hyde Park NY 11042	mbrofman@weisszarett.com
		Attn: Scott D. Fink	
		Lakeside Place, Suite 200	
		323 W. Lakeside Avenue	
Counsel to Toyota Industries Commercial Finance, Inc.	Weltman, Weinberg & Reis Co., L.P.A.	Cleveland OH 44113-1099	sfink@weltman.com
		Attn: James C. Vandermark	
		7 Times Square	
		Suite 2900	
Counsel to Amerco Real Estate Company	White and Williams LLP	New York NY 10036-6524	vandermarkj@whiteandwilliams.com
		Attn: Stephen B. Gerald	
		The Renaissance Centre	
Counsel to the J.M. Smucker Company and Ainsworth Pet		405 North King Street, Suite 500	
Nutrition LLC	Whiteford, Taylor & Preston LLC	Wilmington DE 19801-3700	sgerald@wtplaw.com
		Attn: Victor W. Newmark, Esq.	
		800 Kennesaw Avenue	
		Suite 400	
Counsel to 156 Tom Hill LLC	Wiles & Wiles, LLP	Marietta GA 30060-7946	bankruptcy@evict.net
		Attn: Amy M. Williams	
		169 Ramapo Valley Road	
		Suite 106	
Counsel to Capref Burbank, LLC	Williams Legal Advisory Group, LLC	Oakland NJ 07436	awilliams@williamsadvisors.com
		Attn: Alan J. Lipkin, Gabriel Brunswick	
		787 Seventh Avenue	alipkin@willkie.com
Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	New York NY 10019	gbrunswick@willkie.com

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DESCRIPTION	NAME	ADDRESS	EMAIL
		Attn: Patrick J. Healy	
		501 Carr Road	
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00%		Suite 100	
12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Wilmington DE 19801	phealy@wsfsbank.com
		Attn: Steven Cimalore, Vice President	
		Rodney Square North	
Counsel to Wilmington Trust, National Association, as indeture		1100 North Market Street	
trustee and collateral agent	Wilmington Trust, National Association	Wilmington DE 19890-0001	scimalore@wilmingtontrust.com
		Attn: David L. Tillem	
	Wilson, Elser, Moskowitz, Edelman & Dicker	1133 Westchester Avenue	
Counsel to Putnam County and Tomra/RSI, LLC	LLP	White Plains NY 10604	david.tillem@wilsonelser.com
		Attn: Simon Aron	
		11400 West Olympic Boulevard	
Counsel to Wolf Family Series LP d/b/a Series III, Ontario	Wolf, Rifkin, Shapiro, Schulman & Rabkin,	9th Floor	
Enterprises of the Wolf Family Series LP	LLP	Los Angeles CA 90064-1582	saron@wrslawyers.com
		Attn: Mary L. Fullington	
		250 West Main Street	
Counsel to Fruit of the Loom, Inc., Vanity Fair Brands, LP and		Suite 1600	
Russell Brands, LLC	Wyatt, Tarrant & Combs, LLP	Lexington KY 40507-1746	mfullington@wyattfirm.com
		Attn: Thomas A. Zimmerman, Jr.	
		77 West Washington Street	
		Suite 1220	
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Chicago IL 60602	tom@attorneyzim.com

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Exhibit B

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Exhibit B

Master Service List Served via First Class Mail

DESCRIPTION	NAME	ADDRESS
		Attn: Kristen N. Pate
		350 N. Orleans St.
		Suite 300
Counsel to Brookfield Proprty REIT Inc., as Agent	Brookfield Property REIT Inc.	Chicago IL 60654-1607
Counsel to the Bank of New York Mellon Trust Company and the		
Chase Manhattan Bank, N.A., Successor Trustees for the SRAC		
Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC		Attn: James Gadsden, Esq.
Unsecured Notes, and the SRAC Medium Term Notes (Top 5		2 Wall Street
Secured Creditor)	Carter Ledyard & Milburn LLP	New York NY 10005
		Sears Chambers Copy
		US Bankruptcy Court SDNY
United States Bankruptcy Court for the Southern District of New		300 Quarropas Street, Room 248
York	Chambers of Honorable Robert D. Drain	White Plains NY 10601
Counsel to JPP, LLC, as agent under the Second Lien Credit		Attn: Sean A. O'Neal, James L. Bromley, Andrew Weaver,
Facility, IP/Ground Lease Term Loan Facility, the Consolidated		Rahul Mukhi, Jennifer Kennedy Park
Secured Loan Facility, and ESL Investments, Inc. and its affiliates		One Liberty Plaza
(including JPP, LLC and JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	New York NY 10006
Trustee for the Second Lien PIK Notes, the Holdings Unsecured		Attn: Michael A. Smith, Vice President – Corporate Trust
Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%),		2950 Express Drive South, Suite 210
and Top Creditor	Computershare Trust Company, N.A.	Islandia NY 11749
		Attn: Marshall S. Huebner, Esq, Eli J. Vonnegut, Esq.
Counsel to Citibank, N.A., as administrative agent under the		450 Lexington Avenue
Stand-Alone L/C Facility	Davis Polk & Wardwell LLP	New York NY 10017
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank		
National Association, as Trustee, in trust for the registered		
holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-		Attn: Michelle C. Marans, Esq.
Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage	Frenkel, Lambert, Weiss, Weisman &	53 Gibson Street
Pass-Through Certificates	Gordon, LLP	Bay Shore NY 11706

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Master Service List Served via First Class Mail

DESCRIPTION	NAME	ADDRESS
		Attn: Joia Johnson, Chief Administrative Officer and
		General Counsel
		1000 East Hanes Mill Road
Top 20 Unsecured Creditor	Hanesbrands Inc	Winston Salem NC 27105
		Attn: Brett L. Gross, Michael S. Legge
Counsel to UBS AG, as lender for the Sparrow Term Loan		200 Park Avenue
maturing 2019, McLane Company, Inc.	Hunton Andrews Kurth LLP	New York NY 10166
		Attn: Centralized Insolvency Operation
		2970 Market Street
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19104-5016
		Attn: Centralized Insolvency Operation
		P.O. Box 7346
IRS Insolvency Section	Internal Revenue Service	Philadelphia PA 19101-7346
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces		Attn: Diane Wade Sanders
County, City of Harlingen, Hidalgo County, Victoria County, Blan	co	P.O. Box 17428
CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Austin TX 78760
		Attn: Kevin P. Montee, Esq.
		1250-l Newell Ave.
		Suite 149
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Walnut Creek CA 94596
		Attn: Paul Schwartzberg, Richard Morrissey
		201 Varick St.
	Office of The United States Trustee for	Ste. 1006
United States Trustee Southern District of New York	Region 2	New York NY 10014
		Attn: Lily Wang
		No 9 Yueyang Road, Building B
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Qingdao Shandong 266000 China
		Attn: Kenneth M. Florey, M. Neal Smith
		631 E. Boughton Road
	Robbins, Schwartz, Nicholas, Lifton &	Suite 200
Counsel to Community Unit School District 300	Taylor, Ltd.	Bolingbrook IL 60440

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DESCRIPTION	NAME	ADDRESS
		Attn: Secretary of the Treasury
		100 F Street, NE
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Washington DC 20549
		Attn: Bankruptcy Department
		Brookfield Place
	Securities & Exchange Commission – NY	200 Vesey Street, Suite 400
Securities and Exchange Commission - Regional Office	Office	New York NY 10281-1022
		Attn: Corporate Trust Administration
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC	The Bank of New York Mellon Trust	101 Barclay St., Floor 8W
Unsecured Notes, and the SRAC Medium Term Notes	Company	New York NY 10286
		Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr.,
		& Adi Berger, Director
		Office of the General Counsel
Top 5 Secured Creditor and Pension Benefit Guaranty	The Pension Benefit Guaranty Corporation	1200 K Street, N.W.
Corporation ("PBGC")	(PBGC)	Washington DC 20005-4026
		Attn: Power Wang
	TJ Tianxing Kesheng Leather Products Co	No. 2 Jianshe Road Baodi District
Top 20 Unsecured Creditor	Ltd	Tianjin Tianjin 301200 China
		Attn: Jose A Galarza, Vice President, Global Structured
		Finance
		190 S. LaSalle Street, 3rd Floor
		MS: MK-IL-SL7M
Indenture trustee for the KCD IP Asset Backed Notes	U.S. Bank National Association	Chicago IL 60603
		Attn: Bankruptcy Division
		86 Chambers Street
United States Attorney's Office for the Southern District of New	US Attorney for Southern District of New	3rd Floor
York	York	New York NY 10007
		Attn: Joshua A. Dunn, Esq., Michael Schein
		1633 Broadway
		31st Floor
Counsel to Village of Hoffman Estates	Vedder Price P.C.	New York NY 10019

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DESCRIPTION	NAME	ADDRESS
		Attn: Sears Holdings Corp. Administrator
		Corporate Capital Markets
		50 South Sixth Street, Suite 1290
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Minneapolis MN 55402
		Attn: Donald C. Cowan, Jr.
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The		1265 Scottsville Road
Marketpalce	Wilmorite Management Group LLC	Rochester NY 14624

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